

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CORE SCIENTIFIC, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 22-90341 (DRJ)

(Jointly Administered)

Re: D.I. 1749

**APPELLANTS' DESIGNATION OF ITEMS TO BE INCLUDED IN RECORD ON
APPEAL AND STATEMENT OF ISSUES PRESENTED ON APPEAL**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (6074); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 2407 S. Congress Ave, Suite E-101, Austin, Texas 78704. *See* Dkt. No. 1749 n.1.

Pursuant to Bankruptcy Rule 8009, Appellants Morgan Hoffman, Evan Achee, and William J. Emanuel (“Appellants”), by and through their undersigned counsel, submit this designation of items to be included in the record on appeal and statement of issues to be presented on appeal. The appeal has been docketed at 4:24-cv-00357 in the United States District Court for the Southern District of Texas.

Designation of Items to Include in Record on Appeal

Appellants hereby designate the following items, together with exhibits, schedules, and other attachments thereto, for inclusion in the appellate record:

Item No.	Docket No.	Date of Entry	Description
1.	1	12/21/2022	Chapter 11 Voluntary Petition
2.	528	2/14/2023	Motion of Debtors for Order (I) Establishing Deadlines to File Proofs of Claim and (II) Approving Form and Manner of Notice Thereof Filed by Debtor Core Scientific, Inc.
3.	646	3/8/2023	Certificate of No Objection Regarding Motion of Debtors for Order (I) Establishing Deadlines to File Proofs of Claim and (II) Approving Form and Manner of Notice Thereof
4.	652	3/9/2023	Order Establishing Deadlines to File Proofs of Claim and (II) Approving Form and Manner of Notice Thereof Signed on 3/9/2023
5.	974	6/20/2023	Chapter 11 Plan of Reorganization
6.	975	6/20/2023	Disclosure Statement
7.	1024	6/30/2023	Notice of Hearing to Consider Approval of Disclosure Statement for Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
8.	1080	7/24/2023	Objection / Debtors' Preliminary Objection to Proof of Claim No. 556
9.	1090	7/27/2023	Notice of Rescheduled Hearing to Consider Approval of Disclosure Statement for Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
10.	1115	8/8/2023	Amended Chapter 11 Plan
11.	1116	8/8/2023	Disclosure Statement
12.	1129	8/9/2023	Notice of Rescheduled Hearing to Consider Approval of Disclosure Statement for Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors

13.	1132	8/10/2023	Response/Objection
14.	1178	8/23/2023	Response
15.	1179	8/24/2023	Notice of Rescheduled Hearing to Consider Approval of Disclosure Statement for Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
16.	1199	9/7/2023	Second Amended Chapter 11 Plan Filed by Core Scientific, Inc.
17.	1200	9/7/2023	Disclosure Statement Filed by Core Scientific, Inc.
18.	1220	9/12/2023	Notice of Rescheduled Hearing to Consider Approval of Disclosure Statement for Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
19.	1228	9/14/2023	Motion Lead Plaintiff's Motion & MOL in Support of Motion for Class Treatment Under Fed.R.Bankr.P. 7023 for (I) A Class Proof of Claim (II) Certifying Class for Purposes of the Class Proof of Claim (III) An Omnibus Opt-Out of the Plan's Nondebtor Third Party Releases (IV) Certifying Class for Purposes of the Omnibus Opt-Out of the Plan's Nondebtor Third Party Releases, and (V) Other Relief
20.	1265	9/26/2023	Notice of Rescheduled Hearing to Consider Approval of Disclosure Statement for Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
21.	1313	10/5/2023	Reply / Debtors' Combined (I) Reply in Further Support of Debtors' Preliminary Objection to Proof of Claim No. 556 filed by Morgan Hoffman and (II) Opposition to Lead Plaintiff's Motion for Class Treatment Under Fed. R. Bankr. P. 7023
22.	1335	10/18/2023	Notice of Rescheduled Hearing to Consider Approval of Disclosure Statement for Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
23.	1384	11/3/2023	Emergency Motion of Debtors for Entry of Order (I) Scheduling Combined Hearing on (A) Adequacy of Disclosure Statement and (B) Confirmation of Plan; (II) Conditionally Approving Disclosure Statement and Form and Manner of Notice of Conditional Disclosure Statement Hearing; (III) Establishing Solicitation and Voting Procedures; (IV) Establishing Notice and Objection Procedures for Confirmation of Proposed Plan; (V) Approving Notice Procedures for Assumption or Rejection of Executory Contracts and Unexpired Leases; (VI) Approving Notice Procedures for Reinstatement of Claims; (VII) Establishing Rights Offering Procedures; and (VIII) Granting Related Relief
24.	1392	11/7/2023	Notice of Emergency Hearing on Backstop Approval Motion and Conditional Approval of Disclosure Statement Scheduled for November 14, 2023 at 2:00 p.m.

25.	1407	11/10/2023	Third Amended Chapter 11 Plan
26.	1410	11/13/2023	Disclosure Statement
27.	1421	11/14/2023	Disclosure Statement
28.	1422	11/14/2023	Third Amended Chapter 11 Plan
29.	1426	11/14/2023	Order (I) Scheduling Combined Hearing on (A) Adequacy of Disclosure Statement and (B) Confirmation of Plan; (II) Conditionally Approving Disclosure Statement and Form and Manner of Notice of Conditional Disclosure Statement Hearing; (III) Establishing Solicitation and Voting Procedures; (IV) Establishing Notice and Objection Procedures for Confirmation of Proposed Plan; (V) Approving Notice Procedures for Assumption or Rejection of Executory Contracts and Unexpired Leases; (VI) Approving Notice Procedures for Reinstatement of Claims; (VII) Establishing Rights Offering Procedures; and (VIII) Granting Related Relief
30.	1438	11/16/2023	Third Amended Chapter 11 Plan
31.	1439	11/16/2023	Disclosure Statement
32.	1446	11/17/2023	Notice of Hearing Scheduled for December 6, 2023 at 10:00 A.M. (Prevailing Central Time)
33.	1447	11/17/2023	Order (I) Scheduling Combined Hearing on (A) Adequacy of Disclosure Statement and (B) Confirmation of Plan; (II) Conditionally Approving Disclosure Statement and Form and Manner of Notice of Conditional Disclosure Statement Hearing; (III) Establishing Solicitation and Voting Procedures; (IV) Establishing Notice and Objection Procedures for Confirmation of Proposed Plan; (V) Approving Notice Procedures for Assumption or Rejection of Executory Contracts and Unexpired Leases; (VI) Approving Notice Procedures for Reinstatement of Claims; (VII) Establishing Rights Offering Procedures; and (VIII) Granting Related Relief
34.	1471	11/27/2023	Certificate of Service re: Solicitation Materials
35.	1503	12/4/2023	Reply Lead Plaintiff's Memorandum in Further Support of Motion for Class Treatment under Fed.R.Bankr.P. 7023 for (I) a Class Proof of Claim (II) Certifying Class for Purposes of the Class Proof of Claim (III) An Omnibus Opt-Out of the Plan's Nondebtor Third Party Releases (IV) Certifying Class for Purposes of the Omnibus Opt-Out of the Plan's Nondebtor Third Party Releases and (V) Other Relief
36.	1519	12/7/2023	Transcript RE: Disclosure Statement / Backstop Commitment Motion Hearing held on November 14, 2023 before Judge Christopher M. Lopez

37.	1522	12/7/2023	Order
38.	1529	12/8/2023	Certificate of Service re: Solicitation Materials
39.	1530	12/8/2023	Certificate of Service re: Solicitation Materials
40.	1536	12/11/2023	Notice of Filing of Amended Plan Supplement in Connection With Third Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
41.	1557	12/15/2023	Transcript RE: Motion Hearing (Conducted Virtually) held on December 6, 2023 before Judge Christopher M. Lopez
42.	1558	12/15/2023	Objection to Confirmation of Plan
43.	1662	12/26/2023	Fourth Amended Chapter 11 Plan
44.	1625	12/27/2023	Supplement to Disclosure Statement for Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
45.	1639	12/28/2023	Fourth Amended Chapter 11 Plan
46.	1640	12/28/2023	Statement / Supplement to Disclosure Statement for Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
47.	1641	12/28/2023	Notice of Filing of Solicitation Versions of (A) Fourth Amended Plan, (B) Disclosure Statement Supplement, and (C) Updated Forms of Ballots for Certain Classes
48.	1689	1/8/2024	Certificate of Service re: Second Solicitation Materials
49.	1698	1/11/2024	Supplemental Objection to Confirmation of Plan
50.	1718	1/14/2024	Brief
51.	1719	1/15/2024	Declaration of Neal P. Goldman in Support of Confirmation of Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
52.	1720	1/15/2024	Declaration of John Singh in Support of Confirmation of Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
53.	1721	1/15/2024	Declaration of Jung W. Song in Support of Confirmation of the Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
54.	1722	1/15/2024	Fourth Amended Chapter 11 Plan
55.	1724	1/15/2024	Notice of Filing of Proposed Findings of Fact, Conclusions of Law, and Order (I) Approving Disclosure Statement on a Final Basis and (II) Confirming Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
56.	1725	1/15/2024	Declaration of Michael Bros in Support of (I) Confirmation of Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors, (II) Final Approval of the Disclosure Statement, (III) the OG&E Settlement, and (IV) the Foundry Settlement
57.	1727	1/15/2024	Witness List, Exhibit List
58.	1737	1/16/2024	Exhibit List, Witness List

59.	1738	1/16/2024	Notice of Filing of Fourth Amended Plan Supplement in Connection with Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
60.	1741	1/16/2024	Notice of Filing of Revised Proposed Findings of Fact, Conclusions of Law, and Order (I) Approving Disclosure Statement on a Final Basis and (II) Confirming Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and its Affiliated Debtors
61.	1749	1/16/2024	Findings of Fact, Conclusions of Law, and Order (I) Approving Disclosure Statement on a Final Basis and (II) Confirming Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors
62.	1767	1/19/2024	Transcript RE: Motion Hearing and Plan Confirmation (Via Zoom) held on January 16, 2024 before Judge Christopher M. Lopez
63.	1783	1/23/2024	Notice of Filing of Fifth Amended Plan Supplement in Connection With Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors
64.	n/a	4/14/2023	Proof of Claim 556, filed on behalf of Lead Plaintiff Morgan Hoffman and the Putative Class
65.	n/a	8/1/2023	Proof of Claim 632, filed on behalf of Lead Plaintiff Morgan Hoffman and the Putative Class, amending Proof of Claim 556

Statement of Issues on Appeal

Pursuant to Fed. R. Bankr. P. 8009(a)(1)(A), Appellants hereby state the below issues on the Appeal from the Findings of Fact, Conclusions of Law, and Order (I) Approving Disclosure Statement on a Final Basis and (II) Confirming Fourth Amended Joint Chapter 11 Plan of Core Scientific, Inc. and Its Affiliated Debtors, dated January 16, 2024 (Dkt. No. 1749, “Plan Confirmation Order”), pursuant to which the Bankruptcy Court confirmed the chapter 11 plan of reorganization (“Plan”) proposed by the Debtors and approved the broad nondebtor third party releases and injunctions contained therein (“Third Party Releases”). Appellants seek review of the Plan Confirmation Order solely to the extent the Plan impacts any claims that have been or could be asserted by or on behalf of Appellants or the putative Class against the nondebtor defendants in

the securities class action styled as *Pang v. Levitt et al.*, Case No. 1:22-cv-01191 (W.D. Tex.) (“Securities Action”).

1. Whether the Bankruptcy Court lacked constitutional adjudicatory authority to approve the Third Party Releases, solely to the extent the Third Party Releases relate to and impact the claims and causes of action that have been or could be asserted in the Securities Action by or on behalf of Appellants and the putative Class against the nondebtor Defendants.

2. Whether the Bankruptcy Court lacked statutory authority to approve the Third Party Releases, solely to the extent the Third Party Releases relate to and impact the claims and causes of action that have been or could be asserted in the Securities Action by or on behalf of Appellants and the putative Class against the nondebtor Defendants.

3. Whether the Bankruptcy Court lacked subject matter jurisdiction to approve the Third Party Releases, solely to the extent the Third Party Releases relate to and impact the claims and causes of action that have been or could be asserted in the Securities Action by or on behalf of Appellants and the putative Class against the nondebtor Defendants.

4. Whether the Bankruptcy Court lacked personal jurisdiction over the nondebtor third parties, including nondebtor Appellants and the putative Class and the nondebtor Defendants, to approve the Third Party Releases, solely to the extent the Third Party Releases relate to and impact the claims and causes of action that have been or could be asserted in the Securities Action by or on behalf of Appellants and the putative Class against the nondebtor Defendants.

5. Whether the Bankruptcy Court erred in finding that the objected-to Third Party Releases and “opt-out” procedures were consensual with respect to Appellants and the putative Class.

6. Whether the Bankruptcy Court erred in finding that the Debtors provided members of the putative Class adequate information and time to allow them to make an informed decision concerning the Plan and the Third Party Releases.

7. Whether the Bankruptcy Court erred in finding that the Debtors properly and adequately served notices of ballots and/or opt-out forms on members of the putative Class.

Dated: February 12, 2024

**CONDON TOBIN SLADEK
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CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of February 2024, a true and correct copy of the foregoing document was served by CM/ECF to the parties registered to the Court's CM/ECF system.

/s/Stuart L. Cochran